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VIA ECF FILING

The Honorable Martin Glenn
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004

RE: In re Motors Liquidation Company, et al., Case No. 09-50026 (MG)

Dear Judge Glenn:

The undersigned Plaintiffs' counsel respond to the GUC Trust's *Letter Brief re: Trial Witness Disqualification*, dated Nov. 16, 2017 [ECF No. 14160] (the "DQ Letter") as follows:

As a matter of law, the GUC Trust's request in the DQ Letter to disqualify any attorney who may be a witness at the upcoming *bench* trial is dubious. See H.H.B.K. 45th Street Corp. v. Stern, 551 N.Y.S.2d 517, 518 (N.Y. App. Div. 1990) (denying disqualification motion in bench trial because, *inter alia*, the court is able to "accord[] proper weight to an attorney's testimony"); Salomone v. Abramson, 5 N.Y.S.3d 838, 850 (N.Y. Sup. Ct. 2015) (explaining that while it is problematic for "an attorney to advocate his own credibility before a jury," this concern does not exist in a bench trial); In re Oxbow Carbon LLC Unitholder Litig., No. CV 12447-VCL, 2017 WL 3207155, at *7 (Del. Ch. July 28, 2017) (explaining that in a bench trial, the attorney's "testimony will not undermine the fairness of the proceedings" because the judge "understand[s] the difference between [the attorney's] role as a fact witness and his competing role as counsel").

Moreover, it contradicts the GUC Trust's and New GM's agreement "not [to] move to disqualify any law firm on the basis of the Rule 3.7 of the Model Rules of Professional Conduct, the witness advocate rule." See Pre-Trial Stipulation and Scheduling Order, dated Oct. 11, 2017 [ECF No. 14130] at ¶ 7.

Despite the clarity of the Pre-Trial Stipulation and Scheduling Order; the Court's encouragement that the parties be constructive on this issue; and a meet and confer on November 16, 2017, the GUC Trust continues to press disqualification.

Accordingly, to avoid the appearance of any improprieties, the Plaintiffs are willing to limit the role of attorney-witnesses, if the Court has any concerns, and as it deems appropriate.

Respectfully submitted,

/s/ Edward S. Weisfelner

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cc: Counsel of Record via CM/ECF